

## **REQUEST FOR QUALIFICATIONS**

July 17, 2008

### **A. ISSUING OFFICE:**

Department of Attorney General  
150 South Main Street  
Providence, RI 02903  
Telephone: (401) 274-4400  
Facsimile: (401) 222-2995

### **B. PURPOSE:**

The Rhode Island Department of Attorney General is seeking proposals to perform an analysis of the proposed partial hospital sale between Rehabcare Hospital Holdings, LLC ("RHH"), Rehabilitation Hospital of Rhode Island ("RHRI"), Northern Rhode Island Rehab Management Associates, LP ("NRIRMA"), Landmark Health Systems ("LHS") and Landmark Medical Center ("LMC"), in connection with the Attorney General's review of the same, pursuant to the Hospital Conversion Act, R.I. Gen. Laws §§ 23-17.14-1 through 33. RHH is a limited liability company organized under Delaware law. RHRI is a limited liability company organized under Rhode Island law. NRIRMA is a limited partnership organized under Delaware law. LHS is a corporation organized under Rhode Island law. LMC is a non-profit corporation organized under Rhode Island law. RHH, RHRI, NRIRMA, LHS and LMC executed a Master Affiliation Agreement on August 24, 2007, whereby RHH will purchase half of the licensed beds currently owned and operated by RHRI. A copy of the Master Affiliation Agreement may be obtained by writing to the Issuer of this RFQ. On March 14, 2008, RHH, RHRI, NRIRMA, LHS and LMC submitted their initial application to the Rhode Island Department of Attorney General.

### **C. SCOPE OF WORK:**

Contractor(s) shall analyze the proposed transaction and prepare a report which addresses the financial aspects of the proposed transaction (including, but not limited to, the valuation of the hospital assets purchased and process by which the valuation was determined, as well as an independent valuation of the assets to be sold to RHH), and any other area the Attorney General requests the Contractor(s) to review, including, if necessary, providing testimony concerning the work performed in court. Contractor(s) will have access to all of the books and records of RHH, RHRI, NRIRMA, LHS and LMC. Contractor(s) will also have access to employees of RHH, RHRI, NRIRMA, LHS and LMC. The report must be submitted to the Attorney General within 45 calendar days from the date on which a contract is fully executed by all parties.

**D. MINIMUM QUALIFICATIONS OF CONTRACTOR(S):**

To be eligible to provide the services for this contract, the Contractor(s) must demonstrate specialized expertise and experience in performing reviews and analyses of health care mergers, affiliations, conversions and/or sales of a type similar to that described in Section B above. Preference will be given for experience in health care enterprises that are comparable in type and circumstance to those described in this RFQ. In addition, the Contractor(s) and/or any assigned personnel or subcontractor(s) must not have a current or prior relationship with RehabCare Group, Inc., RHH, RHRI, NRIRMA, LHS, LMC, their parents, affiliates or subsidiaries that could give rise to a conflict of interest in the performance of this contract.

**E. PROPOSAL REQUIREMENTS:**

The proposal must include the following:

1. A detailed description of the approach that the Contractor(s) would take in performing the contract and the rationale for the proposed approach.
2. A detailed listing of relevant experience that the Contractor(s) has had in performing similar projects within the last five years, including the purpose of the project, the project dates, the names of the clients, whether live testimony was given and whether such testimony was subject to cross-examination. For those previous projects that are most relevant to this RFP, please provide the name and phone number of a contact person who can provide recommendation(s).
3. A description of the database, if any, that is maintained by the Contractor(s) and how such database may be utilized in the performance of this contract.
4. The professional qualifications and experience of the personnel to be assigned to the contract, including any subcontractor(s). Such personnel's experience on similar projects should be identified, providing the same categories of information requested in paragraph 2 of this section.
5. Identification of any subcontractor(s) proposed to provide services for this contract, including a description of the specific services to be provided and setting forth with respect to each subcontractor(s) the same categories of information requested in paragraphs 2, 3, and 4 of this section.
6. A statement describing all current or prior relationships between the Contractor(s), or any of the assigned personnel and/ or subcontractor(s), and RehabCare Group, Inc., RHH, RHRI, NRIRMA, LHS or LMC and their parents, subsidiaries and affiliates. If no such relationships exist, a declaration to that effect must be made.

7. An indication of the role that the Contractor(s) would be qualified to perform if the matter requires litigation (e.g., expert witness in an action by the Attorney General to enjoin the transaction, or opposition by the Attorney General to a petition by the parties for court approval).
8. Certification as to whether or not the Contractor(s) or the proposed subcontractor(s) or consultant(s) are the subject of any pending or concluded governmental investigation or disciplinary matter(s).
9. A detailed fee proposal including hourly rates, expenses and the maximum total cost (not to be exceeded in any event for the completion of the contract as proposed). The detailed fee proposal shall separate the cost for analysis and preparation of a report from litigation support. The detailed fee proposal shall contain an official offer to undertake the contract at the cost quoted, including the dates during which the offer remains valid.

One original and three copies of the written proposals must be submitted to:

Rhode Island Department of Attorney General  
Office of the Health Care Advocate  
150 South Main Street  
Providence, RI 02903

Because the project is time sensitive, **all proposals must be received no later than 5 p.m., August 8, 2008**, and must contain the binding signature of an authorized official of the Contractor(s). Proposals received after the time and date specified will not be considered. All proposals become the property of the Attorney General and will not be returned. **THIS IS NOT AN OFFER.** The Attorney General has no obligation to select a Contractor(s), and may reject any and all proposals, in his sole discretion. If you have any questions, please contact Maureen G. Glynn, Assistant Attorney General and Health Care Advocate at (401) 274-4400, Extension 2301 or [mglynn@riag.ri.gov](mailto:mglynn@riag.ri.gov).